

# TRINITY INDUSTRIES LEASING COMPANY

*A Subsidiary of Trinity Industries, Inc.*



14545-I, J, K, L

September 26, 1994

RECORDATION NO. 14545 FILED 1455

SEP 28 1994 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 3)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

- 4 1. Two (2) executed originals of Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 23, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
- 3 2. Two (2) executed originals of an Assignment, a primary document, dated September 23, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
- 1K 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 23, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
- V 4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 23, 1994, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515 on December 27, 1984, along with an Assignment and Bill of Sale under Recordation Nos. 14545-A and 14545-B, respectively; the First

Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-F on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 14515-E and 14515-G, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-I on September 1, 1993 along with an Assignment and Bill of Sale under Recordation Nos. 14515-J and 14515-K, the Third Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14545-E on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 14545-F and 14545-G, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 92 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Fourth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$72.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 23, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Sixty (60) railroad cars, and (ii) Assignment, a primary document, dated September 23, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering Sixty (60) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 23, 1994, between the Company (as Seller), and the Bank, as Trustee (as

Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 23, 1994, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of December 15, 1984 referred to above.

Very truly yours,

A handwritten signature in cursive script, reading "Alice D. Buchanan".

Alice D. Buchanan  
Paralegal

ab  
ICC-ltr.3-4

Enclosures

ICC-ltr.7-7

**EXHIBIT A**

1. Railroad Car Lease Agreement, dated August 30, 1991, between Trinity Industries Leasing Company and ICAN Energy Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	34,090 Gal. 112J340W Tank Cars	TILX 300000-300003(inclusive) 300005 300007-300009(inclusive) 300011-300014(inclusive) 300016-300019(inclusive) 300021,300023,300026 300028,300033,300034 300038-300042(inclusive) 300046-300052(inclusive) 300054 300056-300058(inclusive) 300061-300063(inclusive) 300065-300072(inclusive) 300074 300076-300079(inclusive) 300082,300084,300086 300087,300090,300092

RECORDED 14545-I  
FILED  
SEP 23 1994 -3 05 PM  
INTERSTATE COMMERCE COMMISSION

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**FOURTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 3)

Dated as of September 23, 1994

Between

NATIONSBANK OF TEXAS, N.A.,  
(formerly known as NCNB Texas National Bank), TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

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FOURTH SUPPLEMENT dated as of September 23, 1994 (herein called this "Fourth Supplement"), to the Equipment Trust Agreement dated as of December 15, 1984 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NATIONSBANK OF TEXAS, N.A., (formerly known as NCNB Texas National Bank), a national banking association, as successor Trustee (hereinafter in such capacity called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on December 27, 1984 under Recordation No. 14515.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the ICC on November 29, 1989, under Recordation No. 14515-F. The Second Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the ICC on September 1, 1993, under Recordation No. 14515-I. The Third Supplement to the Trust Agreement, dated August 30, 1994, between the Company and the Trustee was filed with the ICC on August 30, 1994 under Recordation No. 14515-E.

C. The Company has, pursuant to Section 4.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the following lease: Ninety Two (92) railcars covered by the existing Lease Agreement dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation, described in Exhibit A to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 4.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Fourth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

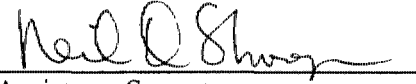
4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, Second Supplement, Third Supplement and this Fourth Supplement.

5. This Fourth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Fourth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Fourth Supplement. It shall not be necessary in making proof of this Fourth Supplement to produce or account for more than one such counterpart.

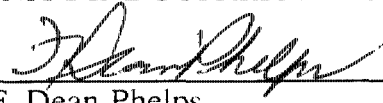
6. This Fourth Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

Attest:

  
Assistant Secretary

TRINITY INDUSTRIES LEASING COMPANY

By:   
F. Dean Phelps  
Vice President

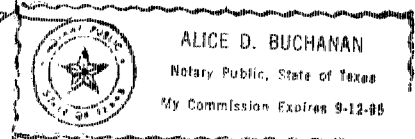
[SEAL]

STATE OF TEXAS                   §  
  § ss.  
COUNTY OF DALLAS           §

On this 23<sup>rd</sup> day of September, 1994, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Alice D. Buchanan

My Commission Expires: 9-12-95



NATIONSBANK OF TEXAS, N.A.,  
Trustee

By: David Moore  
Name: David Moore  
Title: Vice President

Attest:

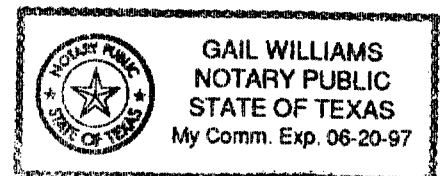
[Signature]  
Assistant Secretary  
[SEAL]

STATE OF TEXAS                   §  
  § ss.  
COUNTY OF DALLAS           §

On this 23<sup>rd</sup> day of September, 1994, before me personally appeared David Moore, to me personally known, who being by me duly sworn, says that he is the vice president of NATIONSBANK of TEXAS, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Gail Williams

My Commission Expires: \_\_\_\_\_





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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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**EXHIBIT B**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
60	112J340W	34,090 Gal.	TILX 300000-300003(inclusive) 300005 300007-300009(inclusive) 300011-300014(inclusive) 300016-300019(inclusive) 300021,300023,300026 300028,300033,300034 300038-300042(inclusive) 300046-300052(inclusive) 300054 300056-300058(inclusive) 300061-300063(inclusive) 300065-300072(inclusive) 300074 300076-300079(inclusive) 300082,300084,300086 300087,300090,300092	10/79

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